

RECORDATION NO. 26581-D FILED
SEP 28 '06 11:40 AM
SURFACE TRANSPORTATION BOARD

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September 28, 2006

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Railcar Lease Supplement No. 5, a secondary document, dated as of September 15, 2006. The primary document to which this is connected is recorded under a new Recordation No. We request that one copy of this document be recorded under suffix "D" to the new Recordation No.

The names and addresses of the parties to the Memorandum of Railcar Lease Supplement No. 5 are:

Lessor:

GATX Financial Corporation
Four Embarcadero Center, Suite 2200
San Francisco, CA 94111

Lessee:

ConocoPhillips Company
TA3104, PO Box 2197
Houston, TX 77252

A description of the equipment covered by the Memorandum of Railcar Lease Supplement No. 5 consists of 20 4200 cf steel triple hopper cars numbered GABX 109, 141, 189, 191, 193, 194, 199-201, inclusive, and 203-213, inclusive.

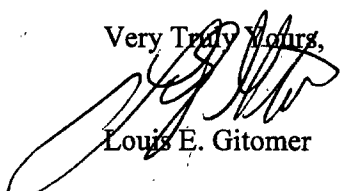
Honorable Vernon A. Williams
September 28, 2006
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A fee of \$34.00 is enclosed. Please return one copy to:

Louis E. Gitomer
Law Offices of Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Railcar Lease Supplement No. 5 between GATX Financial Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, and ConocoPhillips Company, TA3104, PO Box 2197, Houston, TX 77252, covering 20 4200 cf steel triple hopper cars numbered GABX 109, 141, 189, 191, 193, 194, 199-201, inclusive, and 203-213, inclusive..

Very Truly Yours,


Louis E. Gitomer

Enclosure

SEP 28 '06 11:40 AM

MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

Supplement No. 5

This Memorandum of Railcar Lease, made and entered into as of September 15, 2006, is by and between GATX Financial Corporation ("Lessor"), and ConocoPhillips Company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the rail cars described on the Exhibit A attached hereto, bearing marks and numbers as described on the attached Exhibit A.

2. The railcars are fully described in a certain Railcar Lease Agreement, dated June 21, 2006, and a Lease Supplement No. 5, dated as of September 15, 2006 (together with all of their riders, schedules and other attachments thereto, collectively the "Lease"), each between Lessor and Lessee.

3. The Lease of the rail cars shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the Lease.

4. This Memorandum of Railcar Lease may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

GATX Financial Corporation
as Lessor

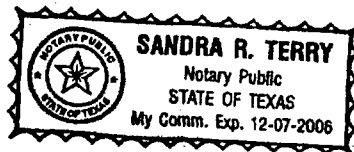
By: Linda C. Girard
Name: Linda C. Girard
Title: Vice President

ConocoPhillips Company
as Lessee

By: Erich R. Garcia
Name: ERICH R. GARCIA
Title: DIRECTOR, FUNCTIONAL EXCELLENCE

STATE OF TEXAS)
County of HARRIS) ss.

On this 21 day of SEPT., 2006, before me, SANDRA R. TERRY, the undersigned Notary Public, personally appeared ERICH R. GARCIA personally known to me to be the person who executed the within instrument as _____ on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.



Sandra R. Terry
Notary Public for TEXAS
My Commission expires 12/07/06

State of California)
) ss.
County of San Francisco)

On September 18th, 2006 before me, Rebecca M. Pena, Notary Public, personally appeared Linda C. Girard, personally know to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS, my hand and official seal.

Rebecca M. Pena

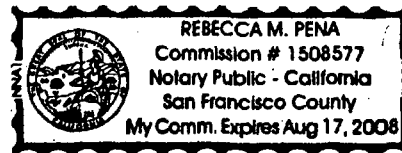


EXHIBIT A

Memorandum of Lease Agreement between GATX Financial Corporation and ConocoPhillips Company

Car Marks and Numbers

**GABX 109
GABX 141
GABX 189
GABX 191
GABX 193 - 194 (inclusive)
GABX 199 - 201 (inclusive)
GABX 203 - 213 (inclusive)**